

MONTONI RICHARD A
Form 4/A
June 22, 2006

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
MONTONI RICHARD A

(Last) (First) (Middle)

C/O MAXIMUS INC, 11419
SUNSET HILLS RD

(Street)

RESTON, VA 20190

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol
MAXIMUS INC [MMS]

3. Date of Earliest Transaction
(Month/Day/Year)
06/20/2006

4. If Amendment, Date Original
Filed(Month/Day/Year)
06/22/2006

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)

CEO and Director

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount Underlying Security (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)							
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares	
Restricted Stock Units (RSU) ⁽¹⁾	\$ 29.66	06/20/2006	A		18,079 <u>(2)</u>		<u>(3)</u>	<u>(4)</u>	Common Stock	18,079	
Stock Options (Right to Buy)	\$ 29.66	06/20/2006	A		225,500		06/20/2007 <u>(6)</u>	06/20/2012	Common Stock	225,500	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MONTONI RICHARD A C/O MAXIMUS INC 11419 SUNSET HILLS RD RESTON, VA 20190	X		CEO and Director	

Signatures

David R. Francis: As Attorney-In-Fact for Richard A. Montoni

06/22/2006

**Signature of Reporting Person

Date _____

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- (1) Each RSU represents a contingent right to receive one share of common stock.

These awards are being issued pursuant to the Executive Employment, Non-Compete and Confidentiality Agreement between Mr.

- (2) Montoni and MAXIMUS dated April 21, 2006, to replace awards that Mr. Montoni forfeited or would forfeit if not exercised prior to June 30, 2006 as a result of the termination of his employment with the company on March 31, 2006.

- (3) Restricted stock units vest based on the following schedule: Shares Vest Date 3,792 03/31/2007 3,791 03/31/2008 3,208 03/31/2009 3,207 03/31/2010 2,582 03/31/2011 1,499 03/31/2012

- (4) Expiration date not applicable to RSU's.

Of this amount, 130,579 shares are restricted and subject to future vesting pursuant to the terms of the grant of restricted stock previously made by the issuer to the reporting person. The reporting person does not have voting or dispositive power over these shares of restricted stock.

- (6) Options vest as follows: Shares Vest Date 56,375 06/20/2007 56,375 06/20/2008 56,375 06/20/2009 56,375 06/20/2010

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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